

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re

Delphi Corporation

:

Chapter 11 Case
Case No. 05-44481 (RDD)
(Jointly Administered)

:

Debtors.

:

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**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. **TO:** **ALPS AUTOMOTIVE, INC. (“Transferor”)**
900 E. Hamilton Avenue
Suite 500
Campbell, CA 95008
Attention: Michael Mitchel

2. Please take notice of the transfer of \$6,140,513.59 of your claim represented by the Proof of Claim a copy of the first page of which is attached hereto, together with all applicable interest, fees and expenses related thereto (the “Transferred Claim”) to:

BEAR STEARNS INVESTMENT PRODUCTS INC. (“Transferee”)
383 Madison Ave.
New York, NY 10179
Attention: Laura L. Torrado

3. No action is required if you do not object to the transfer of the Transferred Claim as described above. **IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____ 2006.

INTERNAL CONTROL NO. _____

Copy Claims Agent:

Transferee:

Debtor's Attorney:

[ATTACH EVIDENCE OF TRANSFER]

EVIDENCE OF TRANSFER OF CLAIMS

TO: THE DEBTORS AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, ALPS AUTOMOTIVE, INC. ("Assignor") has unconditionally and irrevocably sold, transferred and assigned to BEAR STEARNS INVESTMENT PRODUCTS INC. ("Assignee") all of its right, title, interest in the claims (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) set forth in the proofs of claim attached hereto in the aggregate amount of \$6,140,513.59 (collectively, the "Subject Claims"), filed against one or more of the debtors-in-possession (collectively, the "Debtors") in the jointly administered chapter 11 cases, Case No. 05-44481 (RDD) (collectively, the "Cases"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), *provided*, that such assignment, sale and transfer is subject to the following: Notwithstanding such assignment of the Subject Claims and related rights, Assignor has retained the sole standing, right, power of attorney and interest to defend against any dispute with respect to any of the Subject Claims, to prosecute and seek allowance of any of the Subject Claims, to compromise or dispose of the Subject Claims on either a consensual or nonconsensual basis, and to otherwise seek disposition of the Subject Claims, or any portions thereof, all to the exclusion of any such standing, power or right of Assignee.

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Subject Claims and recognizing the Assignee as the sole owner and holder of the claim, subject to the proviso set forth above with respect to standing to defend and prosecute the Subject Claims. Assignor and Assignee request the Debtors, the Bankruptcy Court and all other interested parties to direct all further notices relating to the Subject Claims to both Assignor and Assignee, and to direct all payments or distributions of money or property on account of the Subject Claims solely to the Assignee.

IN WITNESS WHEREOF, THIS EVIDENCE OF TRANSFER OF CLAIMS IS JOINTLY EXECUTED BY ASSIGNOR AND ASSIGNEE ON THIS 6th day of February 2006.

ASSIGNOR:

ALPS AUTOMOTIVE, INC.

By: 

Michael Mitchell, President

ASSIGNEE:

BEAR STEARNS INVESTMENT PRODUCTS INC.

By: 

Name:

Title:

DERMOTT

PRESIDENT

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM								
Name of Debtor Delphi Corporation	Case No. 05-44481	THIS SPACE IS FOR COURT USE ONLY								
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.										
Name of Creditor (The person or other entity to whom the debtor owes money or property): Alps Automotive, Inc.	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.									
Name and address where notices should be sent: Merle C. Meyers, Esq. Goldberg Stinnett Meyers & Davis 44 Montgomery Street, Suite 2900 San Francisco, CA 94104 Telephone Number: 415-362-5045	<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.									
Last four digits of account or other number by which creditor identifies debtor:	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____									
1. Basis for Claim: <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>Reclamation – 11 U.S.C. 546(c)</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)										
2. Date debt was incurred: 2004 - 2005		3. If court judgment, date obtained:								
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$6,140,513.59 As set forth in Attachment 1, this total includes a claim of reclamation pursuant to 11 U.S.C. § 546(c). <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority: Amount entitled to priority \$ _____ Specify the priority of the claim: _____ <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5). Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim above, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(A)(____). *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment										
5. Total Amount of Claim at Time Case Filed: <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges		<table><tr><td>\$6,140,513.59</td><td>\$ _____</td><td>\$ _____</td><td>\$6,140,513.59</td></tr><tr><td>(unsecured)</td><td>(secured)</td><td>(priority)</td><td>(Total)</td></tr></table>	\$6,140,513.59	\$ _____	\$ _____	\$6,140,513.59	(unsecured)	(secured)	(priority)	(Total)
\$6,140,513.59	\$ _____	\$ _____	\$6,140,513.59							
(unsecured)	(secured)	(priority)	(Total)							
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY								
Date 02/06/2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): /s/ Merle C. Meyers, Esq.									

Penalty for presenting fraudulent claim: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.